

LIBRARY MANAGEMENT NETWORK, INC.

255 Grant Street SE, Suite 309
Decatur, Alabama 35601

BYLAWS

Established:	1983
Revised and Approved:	February 10, 1989
	July 26, 1995
	August, 1996
	October, 1997
	March 24, 1999
	July 6, 2000
	June 6, 2001
	August 19, 2004
	February 24, 2006
	November 6, 2009
	July 27, 2011
	December 8, 2011
	August 6, 2013
	October 16, 2018

LIBRARY MANAGEMENT NETWORK, INC.

BYLAWS

ARTICLE I NAME

The name of this not-for-profit corporation shall be Library Management Network, Inc., hereafter referred to as "LMN."

ARTICLE II MISSION STATEMENT

The purpose of Library Management Network, Inc. is to provide shared library automation services by maintaining collections and databases to assist member libraries in providing information services and resources to their communities.

ARTICLE III PURPOSE

The purpose of these bylaws is to provide for the conduct of business of a cooperative computer network dedicated to improving services for Member Libraries and their communities.

ARTICLE IV OBJECTIVES

The objectives of this corporation shall be

- A. To provide automated access to a common database of Member Libraries' resources;
- B. To provide, manage, and improve automation services at the LMN office for Member Libraries;
- C. To encourage reciprocal borrowing and cooperative collection development among Member Libraries;
- D. To subscribe to the Library Bill of Rights and the Freedom to Read Statement as promulgated by the American Library Association;
- E. To acquire proper funding;
- F. To implement any other objectives permitted by law that benefit Member Libraries.

ARTICLE V

AUTHORITY

- A. Authority for LMN is derived from the Contract between the governing bodies of each participating library agency and LMN entitled “Contract Between Library Management Network, Inc. and (the Member Library),” hereinafter referred to as the “Contract.”
- B. The release of LMN information or correspondence representing the official position of the Board, whether written or otherwise, regarding LMN issues, matters, or documents, shall be from the Coordinator or President.

ARTICLE VI

MEMBERSHIP OF THE CORPORATION

- A. The membership shall be comprised of libraries or library agencies which have followed the application process, been approved by the Board, signed the Contract, and met all financial obligations of membership.
- B. Financial Obligations of Member Libraries
 1. All revenue calculated per member library at the beginning of any fiscal year is owed for the complete year.
 2. Additional access units may be added any time during the fiscal year, and monthly pro-rata charges of the current fiscal year will apply.
 3. Any member wishing to retain membership in LMN but drop an access unit must notify the LMN Board of Directors by March 1. Access units will be closed October 1. Drop charges of \$1,000 per access unit will be due by October 30.
- C. Termination of Membership by Member Library
In the event a Member Library wishes to withdraw from LMN, the Member Library shall comply with the following requirements prior to withdrawal.
 1. Any Member Library requesting to withdraw membership shall comply with the terms and conditions stated in the Contract between Member Library and LMN.
 2. Any Member Library wishing to withdraw its membership from LMN shall give at least twelve (12) months written notice of its intention to withdraw to LMN, no later than March 1 of the then current year. In the event a Member Library shall not give the required written notice by March 1, the twelve (12) month period reference above shall not begin until January 1 of the following year.
 3. The Member Library shall pay to LMN all sums due and owing under the contract between the Member Library and LMN for termination of membership as well as any other amounts owed.
 4. The Member Library shall pay to LMN all access units charges as assessed by LMN for the twelve (12) month period beginning on the first (1st) day of the month immediately following the date of the Member Library’s Notice of Intent to Withdraw.
 5. The Member Library shall pay to LMN all access unit drop charges as set out in the Contract between Member Library and LMN.
 6. The Member Library shall return to LMN all manuals, passwords, documents, intellectual property, computer programs, forms, or other information or documents provided to the Member Library by LMN.
 7. Any reinstatement shall be as a new member.

- D. Termination of Membership by LMN
The membership of a Member Library shall be terminated by LMN for any one (1) of the following reasons.
1. The Member Library fails to comply with the requirements of the Contract between the Member Library and LMN and the Member Library fails to cure the failure within thirty (30) days after written notice of the failure is given to the Member Library by LMN.
 2. The membership of the LMN votes by a two-thirds (2/3) majority to terminate the membership of a Member Library.
 3. As provided for in the Contract between the Member Library and LMN.
- Upon termination of membership by LMN as set out above, the Member Library shall be notified by LMN of the effective date of termination and shall be required to comply with the following requirements prior to the effective date of termination.
4. The Member Library shall pay to LMN the sum of \$1,000 per access unit in place at the time of Notice of Intent to Withdraw terminating membership.
 5. The Member Library shall return to LMN all manuals, passwords, documents, intellectual property, computer programs, forms, or other information or documents provided to the Member Library by LMN or owned by LMN.
- Any reinstatement of a Member Library to the membership of LMN after termination of membership shall be as a new member.

ARTICLE VII THE BOARD

- A. Membership of the Board
The Board of Directors of LMN, herein referred to as the "Board," shall consist of two (2) representatives from each Member Library. One representative shall be the Member Library Director or an administrative officer. The other representative shall be appointed by the library agency's governing board or appointed by the Member Library Director. Both representatives should be authorized to make financial decisions on behalf of the Member Library.
- B. Duties and Powers of the Board
1. Pursue the objectives of LMN;
 2. Maintain the LMN office;
 3. Employ a Coordinator and other LMN office personnel;
 4. Complete an annual evaluation of the network Coordinator;
 5. Make and approve bylaws, policies, and regulations for the governance of LMN;
 6. Approve the budget and oversee its implementation;
 7. Resolve conflicts within LMN;
 8. Approve applications from libraries or library agencies requesting membership in LMN;
 9. Receive and approve requests from libraries desiring to be released from LMN;
 10. Decide on other matters related to LMN operations and management;
 11. Determine the share of the capital and operating cost of any equipment and services to be borne by LMN members;
 12. Determine the allocation of costs for Member Libraries, not otherwise specified;
 13. Contract;
 14. Purchase, rent, or lease real property for the use of LMN;
 15. Execute any other duties and powers permitted by law.

C. Procedures of the Board

1. Meetings of the Board will be held at least once in every calendar quarter according to a schedule developed and announced by the President. The President may reschedule such meetings. In the absence of the President and the Vice-President, the representatives present shall elect a President pro tempore. Advance notice of Board meetings, either written or via telephone or E-mail, shall be given to all representatives. The President, the Vice-President, or any three (3) representatives may call special meetings of the Board.
2. Meetings of Board shall be open to the public.
3. Unless otherwise provided, meetings of the Board shall be conducted in accordance with *Robert's Rules of Order, Revised*. Rules of order may be suspended by two-thirds (2/3) vote of the Member Libraries present.
4. The normal order of business of regular meetings of the Board shall be:
 - Call to order
 - Approval of minutes
 - Reports from:
 - President
 - Treasurer
 - Coordinator
 - Committees
 - Unfinished business
 - New business
 - Adjournment
5. A quorum shall consist of a majority (one over half) of the total Member Libraries which would have to be present to conduct business. To determine the passage of any motion or resolution, except in matters of contract and/or capital purchase, a majority vote of those Member Libraries present and constituting a quorum shall be called by the President and recorded by the Secretary.
6. A proxy may be sent to count as a quorum vote if a Member Library is unable to attend. Proxies shall be submitted in one of the following ways:
 - a) Faxed on letterhead to another Member Library or the LMN office, or,
 - b) E-mailed to another Member Library or the LMN office, or,
 - c) Transferred to a designee from the Member Library that has been appointed to vote for the Member Library.Neither the President nor the Coordinator can vote for absentee Member Library. The proxy shall be recorded and filed with the Secretary at the time of the Board meeting. Proxies can only apply for one (1) meeting of the Board. A Member Library cannot have a "standing proxy." Proxy votes may be utilized only three (3) times per fiscal year.
7. All voting shall be ayes, nays, and present but not voting (abstain). In order to conduct business expeditiously and in a timely fashion, the vote may be obtained via e-mail or fax. All documents related to voting, will be retained as paper copies at the LMN office regardless how it was received via e-mail or otherwise.
8. Neither the President nor any representative shall have veto power.
9. In matters of contract and any capital purchase over \$1,000.00, a vote of two-thirds (2/3) of the total Member Libraries is required. Action on all contract/capital purchase issues shall be by roll call vote. All contract/capital purchase issues require seven (7) days written notice to Member Libraries. The seven days will commence with the placement of the notice in the US mail or E-mail.

ARTICLE VIII OFFICERS OF THE BOARD

The officers shall be elected annually by its members and shall include a President, a Vice-President/President-Elect, a Secretary, and a Treasurer.

- A. The President shall
 - 1. Preside at all Board meetings;
 - 2. Approve the agenda for all Board meetings;
 - 3. Schedule regular and special meetings of the Board;
 - 4. Appoint all committees, committee chairs, and individuals to perform specific tasks, i.e., appoint a Parliamentarian, etc;
 - 6. Act as an ex-officio member of any user group;
 - 7. Initiate the annual evaluation of the Coordinator;
 - 8. Vote as the representative of his/her Member Library at Board meetings.

- B. The Vice-President/President-Elect shall
 - 1. Perform the duties of the President in all cases in the absence of the President;
 - 2. Perform such tasks as assigned by the President.

- C. The Secretary shall
 - 1. Keep minutes of the meetings of the Board;
 - 2. Record all votes of the Board;
 - 3. Disseminate a draft of the Board minutes to the Member Libraries and the Coordinator.

- D. The Treasurer shall
 - 1. Deliver a statement of the financial transactions and fiscal condition of LMN at the Board meetings;
 - 2. Assist in preparation of the annual budget for Board approval;
 - 3. Review the accountant's annual report.

ARTICLE IX TERMS OF OFFICE

- A. Officers shall be elected at a Board meeting prior to September 1. Terms of office shall commence on October 1 and conclude the following September 30. Officers shall be elected by a simple majority vote.

- B. Terms of office shall be one (1) year for the President. Should the office of President be vacated, the Vice-President/President-Elect shall become President and also shall serve as President pro tempore.

- C. Terms of office shall be one (1) year for the Vice-President. The person elected as Vice-President/President-Elect shall serve the first year as Vice-President, and the second year as president. Should the office of Vice-President be vacated, the Board shall elect a new Vice-President/President-Elect.

- D. Should both offices of President and Vice-President be vacated, the Board shall elect new officers for the remainder of any unexpired terms.

- E. Terms of office shall be one (1) year for the Secretary. Should the office of Secretary become vacated, the Board shall elect a new Secretary.
- F. Terms of office shall be one (1) year for the Treasurer. Should the office of Treasurer be vacated, the Board shall elect a new Treasurer.
- G. The Board can remove officers from office before their term expires by a two-thirds (2/3) vote of No Confidence by the total Member Libraries when deemed necessary.

ARTICLE X COORDINATOR

The Coordinator shall

- A. Serve as the official representative of the Board;
- B. Be responsible for administering the operation of the LMN system;
- C. Disseminate information relating to the operation, finance, and governance of LMN to all Member Libraries;
- D. Develop and prepare the draft of the annual budget for Board approval;
- E. Be responsible for official communication with vendors regarding contractual matters between LMN and vendors;
- F. Assume responsibility for official files;
- G. Act as a non-voting member of and ex-officio consultant to the Board and any User Groups.

ARTICLE XI USER GROUPS

User Groups

Interest User Groups serve as a means for Member Libraries to share information with each other and offer suggestions for improvement.

- A. Each Member Library may have one (1) representative on each User Group. All persons attending User Group meetings may address issues and participate in debate and discussion. Each library shall select representatives using whatever criteria the library deems appropriate.
- B. Chairs of User Groups shall be appointed by the President to serve during that President's tenure.
- C. User Groups may submit recommendations either in writing or in person to the Board.
- D. Interest User Groups should meet as needed.

ARTICLE XII RECORDS AND FINANCES

A. Records

1. A copy of all records of LMN and the Board, including those of the Coordinator and the officers of the Board, shall be maintained at the LMN office.
2. A copy of documents requested by LMN's accountant shall be maintained at the accountant's office.
3. A copy of the monthly financial statement and the minutes from Board meetings shall be sent to each Director.
4. Network and Board records shall not be destroyed without the approval of the Board.

B. Finances

1. All funds shall be deposited to the account of LMN and shall be disbursed upon the authorization of the Board.
2. LMN operates with pro-rata charges from Member Libraries. LMN may also apply for grants for specific purposes.
3. All revenue calculated at the beginning of any fiscal year is owed for the complete year even if the Member Library makes changes in the initial total units. LMN invoices yearly, quarterly, or monthly determined mutually by the Member Library and LMN.
4. All bills of LMN shall be validated by the Coordinator or an officer of the Board.
5. Payments shall be made online by bank draft or ACH or check and signed by the Coordinator or the Treasurer.
6. Purchases for LMN using the LMN credit card may only be made by the Coordinator.
7. The financial records of LMN shall be open to public inspection at all times during regular business hours. Accurate books of accounts shall be kept by the Coordinator and/or the Treasurer.
8. A licensed independent CPA shall perform financial evaluation procedures on an annual basis as determined by the Board. Copies of the accountant's reports shall be distributed to each participating library.

ARTICLE XIII LIABILITY

The liabilities of LMN shall be limited to its common funds and assets. No Member Library of LMN shall be held personally liable financially or in any other capacity in connection with any of LMN's undertakings.

ARTICLE XIV TRANSACTIONS AND ACTIONS

The directors and officers of the corporation shall do nothing that is not at arm's length and not violative of the proscriptions in the certificate of incorporation against the corporation's user or application of its funds for private benefit; and provided further that no contract, transactions, or act would result in the denial of tax exemption under Section 501 (c) (3) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended. On no event, however, shall any person or other entity dealing with the directors or officers be obligated to inquire into the authority of the directors and officers to enter into and consummate any contract, transactions, or other action.

ARTICLE XV CONTRACTS

The Board, except as these bylaws may otherwise provide, may authorize any officer or agent to enter into any contract or execute and deliver any instrument in the name and on behalf of the corporation. Such authority may be general or confined to a specific instance. Unless so authorized by the Board, no officer, agent, or employee shall have any power or authority to bind the corporation by a contract or engagement, or to pledge its credit, or render it liable pecuniary for any purpose or to any amount.

ARTICLE XVI FISCAL YEAR

The fiscal year of the corporation shall commence October 1 of each year and end on September 30.

ARTICLE XVII INVESTMENTS

The corporation shall have the right to retain all or any part of any securities or property acquired by it in whatever manner, and to invest and reinvest any funds held by it, according to the judgment of the Board without being restricted to the class of investments which a director is or may hereafter be permitted by law to make or any similar restrictions; provided, however, that no action shall be taken by or on behalf of the corporation if such action is a prohibited transaction or would result in the denial of the tax exemption under Section 503 of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended.

ARTICLE XVIII CONFLICTS WITH ARTICLES OF INCORPORATION

The bylaws may not be altered, amended, or repealed in any such way as to conflict with the Certificate of Incorporation of the corporation. If any conflict were apparent between the Certificate of Incorporation and the bylaws, the Certificate of Incorporation shall control.

ARTICLE XIX EXEMPT ACTIVITIES

Notwithstanding any other provisions of these bylaws, no director, officer, employee, or representative of this corporation shall take any action or carry on any activity by or on behalf of the corporation not permitted to be taken or carried on by an organization exempt under Section 501 (c) (3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended, or by an organization contributions to which are deductible under Section 170 (c) (2) of such Code and Regulations as they now exist or as they may hereafter be amended.

ARTICLE XX NONDISCRIMINATORY POLICY

The corporation shall maintain a policy by which no person shall be discriminated against because of race, color, sex, creed, age, or personal handicap. This nondiscriminatory policy will apply to LMN.

ARTICLE XXI POWERS

All the corporate powers, except such as are otherwise provided for in these bylaws and in the laws of the State of Alabama shall be and are hereby vested in and shall be exercised by the Board. The Board may by general resolution delegate to committees of their own number, or to officers of the corporation, such powers as they may see fit.

ARTICLE XXII AGENTS AND REPRESENTATIVES

The Board may appoint such agents and representatives of the corporation with such powers and to perform such acts or duties on behalf of the corporation as the Board may see fit, so far as may be consistent with these bylaws, to the extent authorized or permitted by law.

ARTICLE XXIII AMENDMENT OF BYLAWS

These bylaws may be amended and/or revised by an affirmative vote of two-thirds (2/3) of the total of the LMN Member Libraries. Action taken shall be recorded by roll call vote in person or in writing. Each Member Library of the Board shall be provided seven (7) days written notice of the proposed amendment.

ARTICLE XXIV DISSOLUTION AND DISPOSAL OF PROPERTY

There shall be no personal financial gain or profit of any delegate or member of the corporation. In the event of the dissolution of the corporation, to the extent allowed by applicable law, in accordance with Article IX 'Distribution of Assets' of the Certificate of Incorporation, all of the assets, if any, of the corporation shall be reduced to cash and the cash divided by the total number of access units and the proceeds distributed to the current Member Libraries based on the number of access units each Member Library supports.